

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

LOS ANGELES COUNTY EMPLOYEES RETIREMENT
ASSOCIATION, a California public pension fund,

Plaintiff,

v.

JOHN J. RIGAS, TIMOTHY J. RIGAS, JAMES P.
RIGAS, MICHAEL J. RIGAS, PETER L. VENETIS,
DENNIS P. COYLE, LESLIE J. GELBER, PETE J.
METROS, ERLAND E. KAILBOURNE, JAMES R.
BROWN, DELOITTE & TOUCHE, LLP, BANC OF
AMERICA SECURITIES, LLC, and SALOMON SMITH
BARNEY HOLDINGS, INC.,

Defendants.

CIVIL ACTION NO. 02-CV-4086

**UNCONTESTED MOTION OF DEFENDANTS
SALOMON SMITH BARNEY HOLDINGS, INC.
AND BANC OF AMERICA SECURITIES, LLC FOR
SPECIAL ADMISSION *PRO HAC VICE* OF OUT-OF-STATE COUNSEL**

Defendants Salomon Smith Barney Holdings, Inc. and Banc of America Securities, LLC (“Defendants”) through their associate counsel, Stradley, Ronon, Stevens & Young, LLP, hereby move this Court to allow the special admission *pro hac vice* of the attorneys listed below, to participate in the pre-trial, trial and post-trial proceedings in the above-captioned matter. In support of this motion, Defendants aver as follows:

1. Defendants have retained Stradley, Ronon, Stevens & Young, LLP, 2600 One Commerce Square, Philadelphia, Pennsylvania 19103, to serve as associate counsel of record in this case. The law firm of Cleary, Gottlieb, Steen & Hamilton (“Cleary Gottlieb”), One Liberty Plaza, New York, NY 10006, has been retained as Defendants’ primary counsel.

2. By this motion, Defendants seek the special admission *pro hac vice* of the following out-of-state attorneys from the Cleary Gottlieb law firm who are familiar with the legal interests of Defendants that are at interest in this litigation: Mitchell A. Lowenthal, Esq., David E. Brodsky, Esq., Jennifer L. Kroman, Esq., and Stuart N. Mast, Esq.

3. Mr. Lowenthal, a partner at Cleary Gottlieb, is admitted to the bar of the state of New York. He is also admitted to practice before the United States District Courts for the Eastern District of New York, the Southern District of New York, and the Eastern District of Wisconsin. In addition, he is admitted to practice before the United States Courts of Appeals for the Second Circuit and Ninth Circuit, and the United States Supreme Court. (See Declaration of Mitchell A. Lowenthal, Esq., attached hereto as Exhibit "A.")

4. Mr. Brodsky, also a partner at Cleary Gottlieb, is admitted to the bar of the state of New York. He is also admitted to practice before the United States District Courts for the Eastern District of New York and the Southern District of New York, and the United States Court of Appeals for the Second Circuit. (See Declaration of David E. Brodsky, Esq., attached hereto as Exhibit "B.")

5. Ms. Kroman, also of Cleary Gottlieb, is admitted to the bars of the states of New Jersey, New York and California. She also is admitted to practice before the United States District Courts for the Southern District of New York and the Central District of California. (See Declaration of Jennifer L. Kroman, Esq., attached hereto as Exhibit "C.")

6. Mr. Mast, also of Cleary Gottlieb, is admitted to the bar of the state of New York. He is also admitted to practice before the United States District Courts for the Southern District of New York and the Eastern District of New York. (See Declaration of Stuart N. Mast, Esq., attached hereto as Exhibit "D.")

7. Mr. Lowenthal, Mr. Brodsky, Ms. Kroman and Mr. Mast are members in good standing of all the aforementioned bars, and none has been disciplined by any court. In view of the relationship that Defendants have with these attorneys, it is in the Defendants' best interests for these attorneys to participate fully on their behalf in this action.

8. Counsel for Plaintiffs have been consulted and do not oppose the special admission *pro hac vice* of these attorneys.

WHEREFORE, Defendants Salomon Smith Barney Holdings, Inc. and Banc of America Securities, LLC respectfully request that this Court specially admit Mitchell A. Lowenthal, Esq., David E. Brodsky, Esq., Jennifer L. Kroman, Esq., and Stuart N. Mast, Esq., and that they be permitted to participate actively in all phases in this action, including all pre-trial, trial and post-trial proceedings before this Court.

Respectfully submitted,

David C. Franceski, Jr.
Thomas W. Dymek
STRADLEY, RONON, STEVENS & YOUNG, LLP
2600 One Commerce Square
Philadelphia, PA 19103-7098
(215) 564-8065

Attorneys for Defendants
Salomon Smith Barney, Inc. and
Banc of America Securities, LLC

Of Counsel:

Mitchell A. Lowenthal
David E. Brodsky
Jennifer L. Kroman
Stuart N. Mast
CLEARY, GOTTlieb, STEEN & HAMILTON
One Liberty Plaza
New York, NY 10006

Dated: November 27, 2002.
615580

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BARNEY HOLDINGS, INC.,

Defendants.

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ORDER

AND NOW, this day of , 2002, upon consideration of the
uncontested motion of Defendants Salomon Smith Barney Holdings, Inc. and Banc of America
Securities, LLC for special admission *pro hac vice* of out-of-state counsel, Mitchell A.
Lowenthal, Esq., David E. Brodsky, Esq., Jennifer L. Kroman, Esq., and Stuart N. Mast, Esq.;
and,

For good cause shown;

It is hereby ORDERED that Defendants' motion for special admission *pro hac
vice* is GRANTED; and,

It is FURTHER ORDERED that Mitchell A. Lowenthal, Esq., David E. Brodsky,
Esq., Jennifer L. Kroman, Esq., and Stuart N. Mast, Esq. of the law firm of Cleary, Gottlieb,

Steen & Hamilton are permitted to participate actively in all phases of the above-captioned litigation, including all pre-trial, trial and post-trial proceedings before this Court.

J.

CERTIFICATE OF SERVICE

I, Thomas W. Dymek, hereby certify that on this 19th day of September, 2002, I caused a true and correct copy of the foregoing to be served upon the following:

VIA FIRST CLASS, U.S. MAIL

Geoffrey C. Jarvis, Esquire
Stuart M. Grant, Esquire
Megan D. McIntyre, Esquire
GRANT & EISENHOFER PA
1201 N. Market Street, Suite 2100
Wilmington, DE 19801-2599

Penny Conly Ellison, Esquire
Thomas S. Biemer, Esquire
DILWORTH PAXSON LLP
3200 Mellon Bank Center
1735 Market Street
Philadelphia, PA 19103-7595

Patrick J. O'Connor
COZEN O'CONNOR
1900 Market Street
Philadelphia, PA 19103

Joel E. Tasca, Esquire
BALLARD SPAHR ANDREWS & INGERSOLL LLP
1735 Market Street, 51st. Floor
Philadelphia, PA 19103

Robert L. Hickok, Esquire
Jeremy Heep, Esquire
PEPPER HAMILTON LLP
3000 Two Logan Square
18th and Arch Streets
Philadelphia, PA 19103-2799

Philip C. Korologos, Esquire
BOIES, SCHILLER & FLEXNER LLP
333 Main Street
Armonk, New York 10504

Daniel C. Fleming, Esquire
Henry Oh, Esquire
WONG FLEMING PC
1528 Walnut Street, Suite 1602
Philadelphia, PA 19102

Matthew H. Meade, Esquire
MORRISON & FOERSTER LLP
1290 Avenue of the Americas
New York, NY 10104-0050

Thomas W. Dymek

Doc. #610781

CERTIFICATE OF UNCONTESTED MOTION

I hereby certify that the foregoing motion is uncontested.

Thomas W. Dymek